



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

November 1, 1979

9-306A149

RECORDATION NO. 9276-B Filed 1425

NOV 2 1979 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

Mr. H. G. Homme
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

NOV 2 1979
Date
Fee \$ 10.00

ICC Washington, D. C.

Re: Supplement No. 2, dated October 1, 1979,
to The Atchison, Topeka and Santa Fe
Railway Company, Equipment Trust Series N

Dear Mr. Homme:

Enclosed for filing and recording with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 are two executed counterparts of Supplement No. 2, dated as of October 1, 1979, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement constitutes an amendment to the Equipment Trust Agreement, dated as of March 1, 1978, between Santa Fe and the Trustee, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series N, was created. The Trust Agreement was filed and recorded with the Commission on March 13, 1978 and assigned Recordation No. 9276.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

(23) 100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; Nos. 350327 to 350349, both inclusive

For the convenience of the parties, I have enclosed six additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 E. Jackson Blvd.
Chicago, Illinois 60604

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Mr. H. G. Homme
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The Trustee:

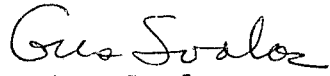
Harris Trust and Savings Bank
111 West Monroe
Chicago, Illinois 60690

The Vendor:

Greenville Steel Car Company
Greenville, Pennsylvania 16125

A check in the amount of \$10.00 is also enclosed in
payment of the Commission's prescribed recordation fee.

Very truly yours,


Gus Svolos
General Counsel

MAO/LBM/ljg
Enclosures

EQUIPMENT TRUST, SERIES N NOV 2 1979 -11 30 AM

INTERSTATE COMMERCE COMMISSION

Supplement No. 2, dated as of October 1, 1979, to Equipment Trust Agreement, dated as of March 1, 1978 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series N, is created.

WHEREAS, in accordance with Section 3.2 of the Agreement, the Company has the obligation to acquire railroad equipment to be included in said Equipment Trust (the "Trust Equipment") which has a cost of not less than 125% of the aggregate principal amount of Equipment Trust Certificates (the "Certificates") issued pursuant to the Trust Agreement;

WHEREAS, the Company desires to cause certain items of railroad equipment to be acquired by the Trustee in addition to the Trust Equipment (as defined in the Agreement) previously acquired by the Trustee (the "Additional Equipment"); and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash Account of said Equipment Trust in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.5 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
23	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350327 to 350349, both inclusive	\$37,650	<u>\$865,950</u>
Total Additional Equipment.....			<u>\$865,950</u>

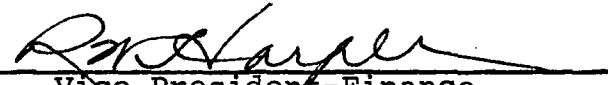
2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC §11303 (formerly Section 20c of the Interstate Commerce Act.)

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By 
Vice President-Finance

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By 
Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

Revised in accordance with
 Supplement No. 1, dated as of June 1, 1978,
 and Supplement No. 2, dated as of October 1, 1979

EQUIPMENT TRUST, SERIES N

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
25	60' 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearing trucks (Class Bx-187), Berwick Forge & Fabricating division of Whitaker Corp., builder; numbered 37562 to 37586, inclusive.....	\$55,100	\$1,377,500
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-189), FMC Corporation, builder; numbered 152100 to 152299, inclusive.....	37,500	7,500,000
300	61' 100-ton Insulated Box Cars with load dividers and roller bearing trucks (Class Box-188), Pacific Car and Foundry Company, a division of PACCAR, Inc., builder; numbered 622250 to 622549; inclusive.....	52,500	15,750,000
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-200), General American Transportation Corporation, builder; numbered 310630 to 310654, inclusive.....	43,100	1,077,500
100	3000 cu. ft. 100-ton Covered Hopper Cars with roller bearing trucks (Class Ga-199), Pullman Incorporated (Pullman-Standard division), builder; numbered 350000 to 350099, inclusive..	29,300	2,930,000
132	100-ton "Rapid Discharge" Hopper Cars (Class Ga-198), Ortner Freight Car Company, builder; numbered 85850 to 85981, inclusive.....	40,500	5,346,000

EQUIPMENT TRUST, SERIES N

SCHEDULE A

(Continued)

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	3420 cu. ft. 100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-201), Greenville Steel Car Company, builder; numbered 179700 to 179799, inclusive.....	29,500	2,950,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94), Maxson Corporation, builder; numbered 90006 to 90007, inclusive.....	153,000	306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95), Maxson Corporation builder; numbered 90021 to 90023, inclusive.....	143,000	429,000
14	3,000 HP Diesel-electric Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5200 to 5213, both inclusive.....	679,000	9,506,000
6	3,000 HP Diesel-electric Locomotives (Model C-30-7), General Electric Company, builder; numbered 8058 to 8063, both inclusive.....	698,000	4,188,000
30	7,400 Cu. ft. 100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; numbered 165715 to 165744, both inclusive.....	38,400	1,152,000
23	100-ton Cement Hopper Cars, Greenville Steel Car Company builder; numbered 350100 to 350349, both inclusive.....	37,650	865,950
Total.....			<u>\$53,377,950</u>

STATE OF ILLINOIS)

) SS

COUNTY OF C O O K)

On this 31st day of October, 1979, before me personally appeared R. W. Harper, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(NOTARIAL SEAL)

My Commission Expires FEBRUARY 2, 1981

STATE OF ILLINOIS)

) SS

COUNTY OF C O O K)

On this 31st day of October, 1979, before me personally appeared R. G. MASON, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission Expires FEB 20 1983